



FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisitions of Shares of a Savings and Loan Holding Company

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and the Board's Regulation LL (12 CFR Part 238) to acquire shares of a savings and loan holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than February 26, 2015.

A. Federal Reserve Bank of Atlanta (Chapelle Davis, Assistant Vice President)
1000 Peachtree Street, N.E., Atlanta, Georgia 30309:

1. *James L. Clayton*, Knoxville, Tennessee, acting individually, and in concert with a control group, which consists of Flynt Griffin, Coral Gables, Florida; and BF3 LP, Knoxville, Tennessee; and with Karen Davis, Scottsdale, Arizona; Kevin Clayton, Knoxville, Tennessee; Amy M. Stevens, John's Island, South Carolina; James Clayton, Jr., Knoxville, Tennessee; BF3 Management, LLC, Knoxville, Tennessee; and the Clayton Family Trust and its trustee, Mark Freeman, both of Knoxville, Tennessee, as controlling partners of BF3 LP, to acquire voting shares of MidCountry Financial Corp, Macon, Georgia, and thereby indirectly acquire voting shares of MidCountry Bank, Marion, Illinois.

Board of Governors of the Federal Reserve System, February 6, 2015.

Margaret McCloskey Shanks,
Deputy Secretary of the Board.

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